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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

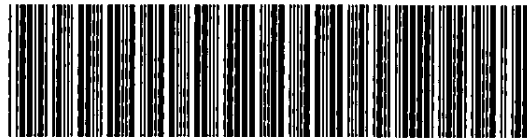
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
14 JUN 19 PM 3:15

6/25/14

## COVER LETTER

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** Drone Aviation Holding Corp

Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

**Felicia Hess, CEO**

Name of Person

**Drone Aviation Holding Corp**

Firm/Company

**11653 Central Parkway, Ste. 209**

Address

**Jacksonville FL 32224**

City/State and Zip code

**kcarpenter@droneaviationcorp.com**

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

**Kendall Carpenter**

Name of Person

at ( **918** ) **932-2045**

Area Code & Daytime Telephone Number

**STREET/COURIER ADDRESS:**

New Filing Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

New Filing Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee    ☐ \$78.75 Filing Fee & Certificate of Status    ☐ \$78.75 Filing Fee & Certified Copy    ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. **Drone Aviation Holding Corp.**

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. **Nevada** 3. **46-5538504**

(State or country under the law of which it is incorporated)

(FEI number, if applicable)

4. **4/7/2014** 5. **perpetual**

(Date of incorporation)

(Duration: Year corp. will cease to exist or "perpetual")

6. **6/3/2014**

(Date first transacted business in Florida, if prior to registration)

(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. **11653 Central Parkway, Ste 209 Jacksonville FL 32224**

(Principal office address)

**same**

(Current mailing address)

8. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: **Felicia Hess**

Office Address: **11632 Central Parkway, Ste 209**

**Jacksonville**

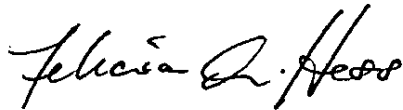
(City)

, Florida **32224**

(Zip code)

9. **Registered agent's acceptance:**

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*



(Registered agent's signature)

10. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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DIVISION OF CORPORATIONS  
14 JUN 19 PM 3:15

11. Names and business addresses of officers and/or directors:

**A. DIRECTORS**

Chairman: General Wayne P. Jackson

Address: 251 Ridge Road

Jupiter FL 33477

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Michael Haas

Address: 206 Dorset Road

Devon PA 19333

Director: Felicia Hess

Address: 11653 Central Parkway Ste 209

Jacksonville FL 32224

**B. OFFICERS**

President: Felicia Hess

Address: 11653 Central Parkway Ste 209

Jacksonville FL 32224

Vice President: Danyiel Erdberg, COO

Address: 11653 Central parkway Ste 209

Jacksonville FL 32224

Secretary: Barbara Johnson, Esq.

Address: State Rd 405, Bldg M6-306A, Room 1400 Kennedy Space Ctr, FL 32815

Treasurer: Kendall Carpenter, CFO

Address: 9521-B Riverside Pkwy #134, Tulsa OK 74137

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

12. \_\_\_\_\_

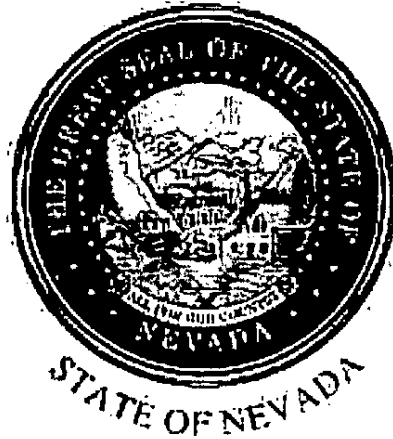
  
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

13. Felicia Hess

(Typed or printed name and capacity of person signing application)

# SECRETARY OF STATE



## CORPORATE CHARTER

I, ROSS MILLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that **DRONE AVIATION HOLDING CORP.**, did on April 17, 2014, file in this office the original Articles of Incorporation; that said Articles of Incorporation are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on April 18, 2014.

ROSS MILLER  
Secretary of State

Certified By: Stephen Loff  
Certificate Number: C20140417-1869  
You may verify this certificate  
online at <http://www.nvsos.gov/>

STATE OF NEVADA

ROSS MILLER  
Secretary of State



SCOTT W. ANDERSON  
Deputy Secretary  
for Commercial Recordings

OFFICE OF THE  
SECRETARY OF STATE

**Certified Copy**

April 17, 2014

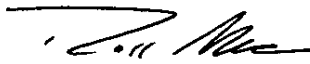
**Job Number:** C20140417-1869  
**Reference Number:**  
**Expedite:**  
**Through Date:**

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number(s)	Description	Number of Pages
20140282266-73	Articles of Incorporation	5 Pages/1 Copies



Respectfully,

  
ROSS MILLER  
Secretary of State

Certified By: Stephen Loff  
Certificate Number: C20140417-1869  
You may verify this certificate  
online at <http://www.nvsos.gov/>

**Commercial Recording Division**  
202 N. Carson Street  
Carson City, Nevada 89701-4069  
Telephone (775) 684-5708  
Fax (775) 684-7138



ROSS MILLER  
Secretary of State  
204 North Carson Street, Suite 4  
Carson City, Nevada 89701-4520  
(775) 684-5708  
Website: www.nvsos.gov



\*040104\*

## Articles of Incorporation

(PURSUANT TO NRS CHAPTER 78)

Filed in the office of  Ross Miller Secretary of State State of Nevada	Document Number <b>20140282266-73</b>
	Filing Date and Time <b>04/17/2014 11:48 AM</b>
	Entity Number <b>E0206102014-0</b>

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

1. Name of Corporation:	Drone Aviation Holding Corp.		
2. Registered Agent for Service of Process: (check only one box)	<input checked="" type="checkbox"/> Commercial Registered Agent: National Registered Agents, Inc. of NV Name		
	<input type="checkbox"/> Noncommercial Registered Agent (name and address below) <b>OR</b> <input type="checkbox"/> Office or Position with Entity (name and address below)		
	Name of Noncommercial Registered Agent OR Name of Title of Office or Other Position with Entity		
	Street Address City State Zip Code		
3. Authorized Stock: (number of shares corporation is authorized to issue)	Number of shares with par value: 400,000,000	Par value per share: \$ 0.0001	Number of shares without par value:
4. Names and Addresses of the Board of Directors/Trustees: (each Director/Trustee must be a natural person at least 18 years of age; attach additional page if more than two directors/trustees)	1) Kendall Carpenter Name		
	9521-B Riverside Parkway, #134 Tulsa OK 74137 Street Address City State Zip Code		
	2) Name		
	Street Address City State Zip Code		
5. Purpose: (optional; required only if Benefit Corporation status selected)	The purpose of the corporation shall be:		6. Benefit Corporation: (see instructions) <input type="checkbox"/> Yes
7. Name, Address and Signature of Incorporator: (attach additional page if more than one incorporator)	I declare, to the best of my knowledge under penalty of perjury, that the information contained herein is correct and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.		
	Timothy O'Brien, c/o SRPF LLP X Name Incorporator Signature		
	61 Broadway, 32nd Floor New York NY 10006 Address City State Zip Code		
8. Certificate of Acceptance of Appointment of Registered Agent:	I hereby accept appointment as Registered Agent for the above named Entity. X Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity Date 4/17/2014		

This form must be accompanied by appropriate fees.

Nevada Secretary of State NRS 78 Articles  
Revised: 11-13-13

**ARTICLES OF INCORPORATION**  
**OF**  
**DRONE AVIATION HOLDING CORP.**

**A Nevada Corporation**

**ARTICLE I**

**NAME**

The name of the corporation is Drone Aviation Holding Corp. (the "Corporation").

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**ARTICLE II**

**RESIDENT AGENT AND REGISTERED OFFICE**

The name of the Corporation's resident agent for service of process is National Registered Agents, Inc. of NV, located at 311 S. Division Street, Carson City, NV 89703.

**ARTICLE III**

**CAPITAL STOCK**

3.01 *Authorized Capital Stock.* The total number of shares of stock this Corporation is authorized to issue shall be four hundred million (400,000,000) shares, par value \$.0001 per share. This stock shall be divided into two classes to be designated as "Common Stock" and "Blank Check Preferred Stock" ("Preferred Stock").

3.02 *Common Stock.* The total number of authorized shares of Common Stock shall be three hundred million (300,000,000).

3.03 *Blank Check Preferred Stock.* The total number of authorized shares of Preferred Stock shall be one hundred million (100,000,000) shares. The board of directors shall have the authority to authorize the issuance of the Preferred Stock from time to time in one or more classes or series, and to state in the resolution or resolutions from time to time adopted providing for the issuance thereof the following:

(a) Whether or not the class or series shall have voting rights, full or limited, the nature and qualifications, limitations and restrictions on those rights, or whether the class or series will be without voting rights;

(b) The number of shares to constitute the class or series and the designation thereof;



(c) The preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations, or restrictions thereof, if any, with respect to any class or series;

(d) Whether or not the shares of any class or series shall be redeemable and if redeemable, the redemption price or prices, and the time or times at which, and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;

(e) Whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking funds be established, the amount and the terms and provisions thereof;

(f) The dividend rate, whether dividends are payable in cash, stock of the Corporation, or other property, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of dividends payable on any other class or classes or series of stock, whether or not such dividend shall be cumulative or noncumulative, and if cumulative, the date or dates from which such dividends shall accumulate;

(g) The preferences, if any, and the amounts thereof which the holders of any class or series thereof are entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of assets of, the Corporation;

(h) Whether or not the shares of any class or series are convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of stock of the Corporation and the conversion price or prices or ratio or ratios or the rate or rates at which such exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

(i) Such other rights and provisions with respect to any class or series as may to the board of directors seem advisable.

The shares of each class or series of the Preferred Stock may vary from the shares of any other class or series thereof in any respect. The Board of Directors may increase the number of shares of the Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any existing class or series of the Preferred Stock and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

## **ARTICLE IV**

### **DIRECTORS**

The number of directors comprising the board of directors shall be fixed and may be increased or decreased from time to time in the manner provided in the bylaws of the Corporation, except that at no time shall there be less than one director.

## **ARTICLE V**

### **PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under Nevada Revised Statutes ("NRS").

## **ARTICLE VI**

### **DIRECTORS' AND OFFICERS' LIABILITY**

The individual liability of the directors and officers of the Corporation is hereby eliminated to the fullest extent permitted by the NRS, as the same may be amended and supplemented. Any repeal or modification of this Article by the stockholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director or officer of the Corporation for acts or omissions prior to such repeal or modification.

## **ARTICLE VII**

### **INDEMNITY**

Every person who was or is a party to, or is threatened to be made a party to, or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he, or a person of whom he is the legal representative, is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless to the fullest extent legally permissible under the laws of the State of Nevada from time to time against all expenses, liability and loss (including attorneys' fees, judgments, fines and amounts paid or to be paid in settlement) reasonably incurred or suffered by him in connection therewith. Such right of indemnification shall be a contract right which may be enforced in any manner desired by such person. The expenses of officers and directors incurred in defending a civil or criminal action, suit or proceeding must be paid by the Corporation as they are incurred and in advance of the final disposition of the action, suit or proceeding, upon receipt of an undertaking by or on

behalf of the director or officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that he is not entitled to be indemnified by the Corporation. Such right of indemnification shall not be exclusive of any other right which such directors, officers or representatives may have or hereafter acquire, and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any bylaw, agreement, vote of stockholders, provision of law, or otherwise, as well as their rights under this Article.

Without limiting the application of the foregoing, the board of directors may adopt bylaws from time to time with respect to indemnification, to provide at all times the fullest indemnification permitted by the laws of the State of Nevada, and may cause the Corporation to purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprises against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the Corporation would have the power to indemnify such person.

The indemnification provided in this Article shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such person.

Dated: April 17, 2014

/s/ Timothy A. O'Brien

Timothy A. O'Brien, Sole Incorporator  
c/o Sichenzia Ross Friedman Ference LLP  
61 Broadway, 32<sup>nd</sup> Floor  
New York, NY 10006